

----- Forwarded by Jacqueline Marcus/NY/WGM/US on 02/17/2009 12:09 PM -----

Jacqueline Marcus/NY/WGM/US

01/28/2009 09:57 PM

To info@yarpa.it

cc dwalsh@alvarezandmarsal.com, alee@alvarezandmarsal.com, bhendry@lehman.com, Erica

Coleman/NY/WGM/US@WGM

Subject Lehman Brothers Holdings Inc./Yarpa

We represent Lehman Brothers Holdings Inc. and its affiliated debtors, including Lehman Commercial Paper Inc. ("LCPI") in their chapter 11 cases pending in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court").

One of LCPI's first and largest initiatives in its chapter 11 case has been to address the hundreds of open debt trades that it had at the time of the commencement of its chapter 11 case. By email dated November 6, 2008, the Debtors notified Yarpa that they intended to file a motion with the Bankruptcy Court to assume the trade (the "Yarpa Trade") for the sale of Lavena Holding-4 GMBH Mezzanine Facility (02MAR07) with Yarpa Investimenti S.G.R. S.p.A. - RP3 Fund ("Yarpa") (the "Assumption Notification"). A copy of the November 6 email, with the Assumption Notification attached, is attached below. In furtherance of the Assumption Notification, on November 14, 2008, the Debtors filed the Notice of Debtors' Motion for An Order Pursuant to Section 365 of the Bankruptcy Code Approving the Assumption or Rejection of Open Trade Confirmations (the "Open Trades Motion"), a copy of which is attached below for your convenience. In the Open Trades Motion, the Debtors sought authorization to assume, among others, the Yarpa Trade, which was one of the "Assumed Trades" set forth on Exhibit A to the Motion. See Ex. A to the Open Trades Motion, at 6. . The Open Trades Motion required that any objections to the relief requested were to be filed with the Bankruptcy Court and served on the Debtors on or before November 28, 2008.

On November 14, 2008, LCPI served Yarpa with notice of the Open Trades Motion at Yarpa's email address. The Debtors' affidavit of service of the Open Trades Motion is attached below. Finally, as alluded to in your letter, on December 15, 2008, Yarpa was also served with the Notice of Filing of Revised Exhibits and Revised Proposed Order Relating to the Debtors' Motion For An Order Pursuant to Section 365 of the Bankruptcy Code Approving the Assumption or Rejection of Open Trade Confirmations, which again listed the Yarpa Trade. Despite having received at least three notices regarding the Yarpa Trade, Yarpa did not file an objection to the Open Trades Motion.

On December 16, 2008, the Bankruptcy Court entered an order, a copy of which is attached below (the "December 16 Order"), which approved the assumption of various open trades, including the Yarpa Trade. The December 16 Order provides, inter alia, that "the Motion is granted with respect to all Counterparties who have not objected to the relief requested therein," and that "the Debtors' assumption of the Assumed Trades set forth on Exhibit A . . . is hereby approved."

We are in receipt of your letter requesting that LCPI delete the Yarpa Trade from the list of Assumed Trades. However, as described above, the Bankruptcy Court has already approved the assumption by LCPI of the Yarpa Trade, and it is too late for Yarpa to object to the assumption. Moreover, LCPI disputes Yarpa's statement that the Yarpa Trade was terminated on July 21, 2008. In fact, by letter dated September 2, 2008, Bruce Hendry responded to the alleged termination of the trade. Mr. Hendry's letter is attached below for your information. Under the terms of the contract, there never was, nor is there now, any basis for Yarpa to refuse to settle the Yarpa Trade.

We understand from that Yarpa is refusing to respond to LCPI's attempts to settle the Yarpa Trade. Yarpa's action violates the December 16 Order. We assume that, upon further consideration, Yarpa will change its position and proceed to close the YarpaTrade. If not, the Debtors intend to take appropriate action to enforce the terms of the December 16 Order.

Please feel free to contact me if you have any questions.

Jacqueline Marcus  
Weil, Gotshal & Manges LLP  
767 Fifth Avenue  
New York, New York 10153  
(212)310-8130 (telephone)  
(212)310-8007 (fax)